

RECORDATION NO 27252-0 FILED

MAY 09 '08

5-02 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway
935 de la Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is ninety five (95) 4600 to 4780 cu. ft. covered hopper cars; with FURX, NDYX, NOKI and PRAX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(CN131)

VIA UPS 2nd DAY AIR

May 7, 2008

MAY 9 2008
RECEIVED

MAY 09 '08

5-02 PM

ASSGN. NO. CN131

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE – RIDER NO. 9

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of September 1, 2006 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the "Agreement") and Rider No. 9 thereto dated as of September 1, 2006 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).


LESSOR:**FIRST UNION RAIL CORPORATION**Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:****CANADIAN NATIONAL RAILWAY COMPANY**Name: John A.N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-five (95).

DESCRIPTION OF CARS: 4600 to 4780 cu. ft., covered hopper cars

CAR NUMBERS:

FURX	818693	NOKL	824693	NOKL	828267
FURX	818729	NOKL	824721	NOKL	828275
FURX	818738	NOKL	824740	NOKL	828283
FURX	823928	NOKL	827553	NOKL	828849
FURX	823932	NOKL	827615	NOKL	828874
FURX	823965	NOKL	827629	NOKL	828951
FURX	824047	NOKL	827635	NOKL	828954
FURX	824245	NOKL	827636	NOKL	829018
FURX	824305	NOKL	827639	NOKL	829045
FURX	824307	NOKL	827641	NOKL	829405
FURX	824658	NOKL	827652	NOKL	829463
FURX	825962	NOKL	827653	NOKL	829468
FURX	827591	NOKL	827655	NOKL	829480
FURX	828221*	NOKL	827665	NOKL	829552
FURX	828225	NOKL	827666	NOKL	829700
FURX	828803	NOKL	827668	NOKL	829809
FURX	829016	NOKL	827669	NOKL	829810
FURX	829022	NOKL	827673	NOKL	829813
FURX	829028	NOKL	827678	NOKL	829831
FURX	829407	NOKL	827682	NOKL	829833
FURX	829462	NOKL	827687	NOKL	829853
FURX	829465	NOKL	827688	NOKL	829860
FURX	829684	NOKL	827696	NOKL	829863
NDYX	828853	NOKL	827700	NOKL	829867
NOKL	823431	NOKL	828230	NOKL	830860
NOKL	823854	NOKL	828235	NOKL	831054
NOKL	823878	NOKL	828237	NOKL	831059
NOKL	824248	NOKL	828239	NOKL	831065
NOKL	824261	NOKL	828243	NOKL	832468
NOKL	824347	NOKL	828244	PRAX	818636
NOKL	824419	NOKL	828246	PRAX	825970
NOKL	824429	NOKL	828265		